

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that as principal (the "Principal") I, U.V. Morgan of 10176 Yates, Olive Branch, Mississippi 38654, have made, constituted and appointed, and by these presents do make, constitute and appoint Thomas Allen Morgan of 1844 E. Churchill Downs, Germantown, Tennessee 38138, as my true and lawful attorney ("Attorney"). This power of attorney shall not be affected by subsequent disability or incapacity of Principal. Attorney is authorized in Attorney's absolute discretion from time to time and at any time with respect to any property, real or personal at any time owned or held by me and without authorization of any court and in addition to any other rights, powers or authority granted by any other provision of this power of attorney or by statute or general rules of law, with full power of substitution, as follows:

1. To do and perform all and every act, deed, matter, and thing whatsoever in and about my estate, property and affairs as fully and effectually to all intents and purposes as I might or could do in my own proper person, if personally present, the specifically enumerated powers described below being in aid and exemplification of the full, complete, and general power herein granted and not in limitation or definition thereof;
2. To demand, sue for and receive all debts, moneys, securities for money, goods, chattels, legacies or other personal property to which I am now or may hereafter become entitled, or which are now or may become due, owing or payable to me from any person or persons whomsoever, and in my name to give effectual receipts and discharges for the same.
3. To borrow from time to time such sums of money and upon such terms as the said attorney may think expedient for or in relation to any of the purposes or objects aforesaid, or for any other purpose, upon the security of any of my property, whether real or personal, and for such purposes to give and execute open or unsecured notes and acknowledge mortgages or trust deeds with such powers and provisions as they may think proper, as well as such notes or bonds as it is necessary or proper to use therewith.
4. In my name, and as my act and deed, to sign, seal acknowledge and deliver all such leases and agreements as shall be requisite, or as my said attorney shall deem necessary or proper in the care and management of my estate; and to receive and collect all the rents that may be

payable to me, and in my name to sign effectual receipts for the same.

5. To manage and superintend all of my real property wheresoever situate and found and to erect, pull down and repair houses or other buildings, or machinery or otherwise improve any of the premises, and to insure the buildings against damage by fire and windstorm.

6. To subdivide, develop or dedicate real property to public use or to make or obtain the vacation of plats and adjust boundaries, to adjust differences in valuation on exchange or partition by giving or receiving consideration, and to dedicate easements to public use without consideration;

7. To make, draw, sign or endorse in my name any checks, drafts, bills of exchange or promissory notes in which I shall be interested or concerned, or which shall be requisite in or about my business.

8. To vote in person or by proxy upon any item of security or property owned by me; to agree to the reorganization, merger or consolidation of any corporation whose stock is owned by me, and to unite, in their discretion, with other owners of similar property in carrying out any plan, making any change, giving any assent and paying any sums of money affecting such securities or property, and, generally, to exercise in respect thereof the same rights and powers as are or may be lawfully exercised by persons owning similar property in their own right, and incident thereto, to accept in exchange for such stock or securities or other property, other stock, securities or property, whether legal investments or not, in such reorganized or new corporations.

9. To invest and reinvest all or any part of my property in any property and undivided interests in property, wherever located, including bonds, debentures, notes, secured or unsecured, stocks of corporations regardless of class, interests in limited partnerships, real estate or any interest in real estate whether or not productive at the time of investment, interests in trusts, investment trusts, whether of the open and/or closed fund types, and participation in common, collective or pooled trust funds or annuity contracts without being limited by any statute or rule of law concerning investments by fiduciaries;

10. To purchase for my benefit and in my behalf United States Government bonds redeemable at par in payment of United States estate taxes imposed at my death upon my estate;

11. To obtain entry to and enter any lock box in any bank or trust company wherein I may

have leased or rented same, and to place therein any papers, instruments, bonds, securities or other property belonging to me or to remove any such papers, instruments, bonds, securities or other property therefrom.

12. To bargain, sell, grant and convey to such person or persons, and for such sum or sums of money or other consideration or considerations as my said attorney shall deem most for my advantage and profit, any and all of my property, real, personal or mixed, wheresoever situate and found; to make all necessary deeds and conveyances thereof, with such covenants, warranties and assurances as my said attorney shall deem expedient; to sign, seal, acknowledge and deliver the same; to accept and receive the sum or sums of money or other consideration or considerations which shall be coming to me on account of such sale or sales.

13. To commence, prosecute or enforce, or to defend, answer or oppose, all actions or other legal proceedings touching any of the matters aforesaid or any other matters in which I am or may hereafter be interested or concerned; and also, if it shall seem best, to compromise, refer to arbitration or submit to judgment in any such action or proceeding.

14. To adjust, settle, compromise or submit to arbitration any accounts, debts, claims and demands, disputes and matters, touching any of the matters aforesaid, or any other matters which are now subsisting or may hereafter arise between me and any other person or persons or between my said attorney or any other person or persons.

15. To appoint and employ counsel, agents, servants or other persons, at such salary or for such compensation as my said attorney may think proper, and to dismiss or discharge them and appoint or employ others in their place and stead.

16. To sign and execute in my name and as my act and deed all state and federal income tax returns, both preliminary and final, and to appear for me and represent me before the Treasury Department in connection with any matter involving federal taxes for any year whatsoever, in which I am a party, giving my said attorney full power to do everything whatsoever requisite and necessary to be done in the premises and to receive refund checks, to execute waivers of the Statute of Limitations, and to execute closing agreements, as fully as the undersigned might do if done in his own capacity, with full power of substitution and revocation, at any time subsequent to the date hereof and prior to the revocation hereof.

17. To make gifts of property, both real and personal, to my children (including Attorney),, grandchildren and their spouses, or any trusts created for their benefit, provided, however, that no single gift during any calendar year shall exceed the Federal Gift Tax Annual Exclusion then in effect for such year (or twice such amount if my spouse consents to having such gift treated as made one-half by her pursuant to Section 2513 of the Internal Revenue Code, as amended). For purposes of this limitation, a gift in trust shall be deemed a gift to each of the beneficiaries.

18. To employ and compensate medical personnel including physicians, surgeons, dentists, medical specialists, nurses, and paramedical assistants deemed by Attorney needful for the proper care, custody and control of my person and to do so without liability for any neglect, omission, misconduct or the fault of any such physician or other medical personnel provided such physician or other medical personnel were selected and retained with reasonable care, and to dismiss any such persons at any time, with or without cause.

19. To authorize any and all kinds of medical procedures and treatment including but not limited to medication, therapy, surgical procedures, and dental care, and to consent to all such treatment, medication or procedures where such consent is required; to obtain the use of medical equipment, devices or other equipment and devices deemed by Attorney needful for proper care, custody and control of my person and to do so without liability for any neglect, omission, misconduct or fault with respect to such medical treatment or other matters authorized herein.

In connection with the exercise of the powers herein described, Attorney is fully authorized and empowered to perform any other acts or things necessary, appropriate, or incidental thereto, with the same validity and effect as if I were personally present, competent, and personally exercised the powers myself. All acts lawfully done by Attorney hereunder during any period of my disability or mental incompetence shall have the same effect and inure to the benefit of and bind me and my heirs, devisees, legatees and personal representatives as if I were mentally competent and not disabled. The powers herein conferred may be exercised by Attorney alone and the signature or act of Attorney on my behalf may be accepted by third persons as fully authorized by me and with the same force and effect as if done under my hand and deal and as if I were present in person, acting on my own behalf and competent. No person who may act in reliance upon the representations of Attorney for the scope of authority granted to Attorney shall

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incur any liability to me or to my estate as a result of permitting Attorney to exercise any power, nor shall any person dealing with Attorney be responsible to determine or insure the proper application of funds or property.

My mental or physical debility subsequent to my execution of the within power-of-attorney shall not revoke said power which shall remain in full force and effect notwithstanding said mental or physical debility.

These presents shall extend to and be obligatory upon the executors, administrators, legal representatives and successors, respectively, of the parties hereto.

IN TESTIMONY WHEREOF, I have hereunto affixed my signature this the 3rd day of June, 1999.

U.V. Morgan
U.V. MORGAN

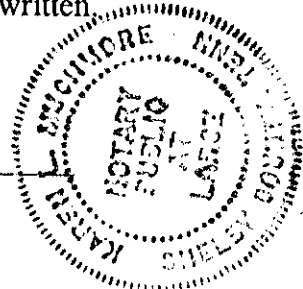
STATE OF TENNESSEE

COUNTY OF SHELBY

On this 2nd day of June, 1999, before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared U.V. MORGAN, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his own free act and deed.

Witness my hand and Notarial Seal at office the day and year first above written.

Karen L. Muchmore
Notary Public



My Commission Expires:

MY COMMISSION EXPIRES JAN. 17, 2001

C:\Estate Planning forms\Power Of Attorney Form.wpd

GRANTOR: U.V. Morgan
ADDRESS: 10176 Yates
City/State: Olive Branch, MS 38654
PHONE: None

GRANTEE: Thomas Allen Morgan
ADDRESS: 1844 E. Churchill Downs
CITY/STATE: Germantown, TN 38138
PHONE: 901-568-0617

AFTER RECORDING PLEASE RETURN TO:
GEORGE W. (CHIP) MAIDEN
875 WEST POPLAR AVENUE, SUITE 2
COLLIERVILLE, TENNESSEE 38017
(901)861-4660

STATE MS.-DESO TO CO.
FILED

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W.F. CLK.